

EOG RESOURCES INC  
Form FWP  
September 05, 2012

Filed Pursuant to Rule 433

Registration No. 333-163947

Free Writing Prospectus Dated September 5, 2012

**EOG Resources, Inc.**

**Pricing Term Sheet**

**\$1,250,000,000 2.625% Senior Notes due 2023**

Issuer: EOG Resources, Inc.  
Principal Amount: \$1,250,000,000  
Maturity Date: March 15, 2023  
Coupon: 2.625%  
Treasury benchmark: 1.625% Notes due August 15, 2022  
Treasury yield: 1.593%  
Re-offer spread: 110 bps  
Issue Price: 99.381%  
Yield to maturity: 2.693%

Redemption Provisions:

Make-whole call At any time prior to December 15, 2022, at the greater of (i) 100% or (ii) a discount rate of Treasury plus 20 basis points  
Par call At any time on or after December 15, 2022  
CUSIP/ISIN: 26875PAK7 / US26875PAK75  
Interest Payment Dates: Semi-annually on March 15 and September 15 commencing March 15, 2013  
Settlement Date: T+3; September 10, 2012  
Ratings\*: Moody's: A3 (stable outlook)

S&P: A- (stable outlook)

Bookrunners:

Barclays Capital Inc.  
Citigroup Global Markets Inc.  
J.P. Morgan Securities LLC  
UBS Securities LLC  
Wells Fargo Securities, LLC  
RBC Capital Markets, LLC  
Mitsubishi UFJ Securities (USA), Inc.  
SG Americas Securities, LLC

Co-Managers:

US Bancorp Investments, Inc.  
Allen & Company LLC

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ANZ Securities, Inc.

BB&T Capital Markets, a division of Scott & Stringfellow, LLC

BMO Capital Markets Corp.

Comerica Securities, Inc.

Credit Suisse Securities (USA) LLC

Deutsche Bank Securities Inc.

DNB Markets, Inc.

Goldman, Sachs & Co.

Scotia Capital (USA) Inc.

\* Note: A securities rating is not a recommendation to buy, sell or hold securities and may be revised or withdrawn at any time.

The issuer has filed a registration statement (including a prospectus) with the SEC for the offering to which this communication relates. Before you invest, you should read the prospectus in that registration statement and any other documents the issuer has filed with the SEC for more complete information about the issuer and this offering. You may get these documents for free by visiting EDGAR on the SEC web site at [www.sec.gov](http://www.sec.gov). Alternatively, the issuer, any underwriter or any dealer participating in the offering will arrange to send you the prospectus if you request it by calling Barclays Capital Inc. at (888) 603-5847, Citigroup Global Markets Inc. at (877) 858-5407, J.P. Morgan Securities LLC at (212) 834-4533, UBS Securities LLC at (877) 827-6444 (ext. 5613884), or Wells Fargo Securities, LLC at 1-800-326-5897.